

To,
The Board of Directors
Bhartiya International Limited
56/7, Nallambakkam Village (Via Vandalur),
Chennai, Tamil Nadu, India, 600048.

Subject: Proposed Preferential Issue of up to 12,01,000 Fully Convertible Warrants by Bhartiya International Limited ('the Company') in terms of Chapter V of the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 ("ICDR Regulations").

Dear Sir / Madam,

In connection with the proposed issuance of up to 12,01,000 (Twelve Lakh One Thousand) Fully Convertible Warrants of face value of Rs. 10/- (Rupees Ten Only) each to persons belonging to 'Promoter' Category at an issue price of Rs. 430.00/- determined in accordance with the provisions of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, by way of preferential issue on a private placement basis (hereinafter 'proposed preferential issue') as approved by the Board of Directors of the Company in their meeting held on Tuesday, 7th May, 2024 subject to approval of shareholders of the Company and stock exchanges where the shares of the Company are listed and any other regulatory authority, and in terms of requirements of sub-para 2 of para 163 of Part III of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, we hereby certify that the proposed preferential issue is being made in accordance with the provisions of ICDR Regulations, as applicable to the preferential issue.

For RSM & CO
Company Secretaries



Ravi Sharma
FCS 4468, CP No. 3666
UDIN: F004468F000322731
Peer Review: 978/2020



Date: 07.05.2024
Place: New Delhi